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Global Remediation

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ExxonMobil

Refining & Supply

January 28, 2005

Tom Turner
Associate Regional Counsel
U.S. EPA, Region V
Office of Regional Counsel (C-14J)
77 W. Jackson Boulevard
Chicago, IL 60604

RE: RRG/Clayton Chemical Site (the "Site") via FAX and email

Dear Mr. Turner,

This letter is written on behalf of Exxon Mobil Corporation ("ExxonMobil") and is in response to Thomas Geishecker's letter dated November 22, 2004, regarding the RRG/Clayton Chemical Site General Notice of Potential Liability (the "General Notice Letter") and the follow up letter from Beverly Kush dated December 23, 2004 reflecting an extension of time until January 28, 2005 to respond to the General Notice Letter.

As you know, ExxonMobil participated in the meeting of recipients of the General Notice Letters in St. Louis, Missouri on January 25, 2005, and has been working with some of the other companies who also attended that meeting to try to form a group that can respond to the Clayton Chemical site. The process of forming the group has been delayed and our efforts have been frustrated by several issues and unanswered questions that we hope United States Environmental Protection Agency ("EPA") will help us address. Assistance from EPA will facilitate formation of a group and response to the Clayton Chemical site. I have identified the key questions and issues below:

1. EPA asked only 68 of the over 2,800 potentially responsible parties at the Clayton Chemical site to indicate whether they would voluntarily perform or finance certain response activities and whether they will reimburse EPA for its costs incurred to date. It would be helpful to know why EPA selected the 68 parties who received the General Notice letter and whether EPA might be willing to send additional general notice letters to other parties.
2. What is the status of EPA's efforts to work with de minimis parties?
3. Many of the parties who received the General Notice Letter are participants in the Sauget Areas 1 and 2 Superfund Sites, which surround the Clayton Chemical site. As you are no doubt aware, the Sauget PRPs are engaged in an in depth investigation of the Sauget Sites, including Site S, which was used by Clayton

Chemical to dispose of its still bottoms from solvent recycling. Site S contains many of the same chemical constituents that are found at Clayton Chemical and presents the same risks and concerns that are present at the Clayton Chemical site. We are having difficulty understanding why a time critical soil removal action is necessary at Clayton Chemical, while Site S is appropriately being investigated as part of the larger area in an RI/FS (including risk determinations and remedial option evaluations). Please provide us with any information you may have that will help us understand these distinctly different approaches to similar constituents in the same area.

4. As you may also know, the Sauget Area 2 Sites Group, which is undertaking the investigation work in Area 2, has asked the remedial program at EPA to send notice letters to the Clayton Chemical PRPS that will indicate their potential liability for the Sauget Area groundwater contamination. That request went to Tom Martin and Nabil Fayoumi. The Sauget Area 2 Sites Group has been asked by EPA to undertake a fate and transport model of the Sauget Area 2 groundwater. That model cannot accurately or fully reflect the groundwater conditions in the area unless it considers the impacts that the Clayton Chemical site may be having on the groundwater. To fully address groundwater conditions, EPA may need to have the Clayton Chemical PRPs included in that larger area groundwater investigation and modeling work.
5. Please note that because of the recent Supreme Court decision in Cooper Indus., Inc. v. Aviall Serv., Inc., 2004 WL 2847713, No. 02-1192 (December 13, 2004), and the position taken in Amicus Briefs by the Department of Justice in that case, some or all the Clayton Chemical PRPs may be unable to obtain management approval to do work at the Clayton Chemical site, under an AOC, or even a UAO. We may therefore need a CERCLA Consent Decree, or be forced to await a lawsuit from the United States.
6. One stumbling block is that we have very little information on the activity proposed by EPA at the Clayton Chemical site, and we would like to know:
 - The scope and content of the contemplated project,
 - The basis for the determination that the activity should be undertaken as a time critical removal action,
 - Specific identification of the receptor(s) that this action is intended to protect,
 - A delineation of the areas of impacted soil,
 - A list of the constituents of concern or cleanup criteria,
 - The basis for EPA's cost estimates for the removal action (which we understand to be between \$1.0 to \$2.5 million dollars).
7. We are very concerned about access to the site. Both the site and the equipment on site are privately owned, but we are not certain who owns the equipment or whether financial institutions have security interests that must be addressed.

EPA has asked that soils be removed from under unspecified process equipment and that solids be removed from tanks. It will be very difficult for the PRPs to address these very complex access issues without participation of the current owners and operators. We respectfully request that EPA identify and send general notice letters to notify the current owners and operators of the Site. In addition, U.S. EPA has information related to generators, owners and operators who were involved with the site prior to 1979 and are likely significant contributors to any soil contamination. These PRPs, who may have valuable information, should receive general notice letters.

Nothing contained in this letter, the contents of this letter nor anything said in settlement negotiations is to be considered an admission of fact or law, including but not limited to, an admission of liability for the alleged environmental conditions at the RRG/Clayton Chemical Site.

As requested, contact information for the ExxonMobil is included in the Attachment A. If you have any questions or concerns please feel free to contact any one of the parties listed on the Attachment. We look forward to hearing from you and working with EPA to address the conditions at Clayton Chemical.

Very truly yours,



Steven P. Schmidt
Superfund Consultant

Attachment A

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Please deliver this FAX to: (312) 886-7160

Thomas P. Turner

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U.S. EPA - Region 5

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